

Varroc Exhaust Systems Pvt. Ltd.



B-14, MIDC Area, Chakan,
Dist - Pune 410 501
Maharashtra, India.
Tel +91 2135 259475 / 76 / 77
Fax +91 2135 259478
email: varroc.pp4@varrocgrou.com
web : www.varrocengg.com

11th July, 2007

United States Bankruptcy Judge,
United States Bankruptcy Court,
Southern City of New York,
One Bowling Green,
Room 610,
New York,
10004

Dear Sir,

**Ref: Your notice dated 05.07.2007 on Assumption / Assignment
of Executory Contract or Unexpired Lease to Purchasers in
connection with Sale of Catalyst business of Delphi Corporation**

Kind Attn: Hon.Robert D Drain

We are in receipt of the above mentioned notice inviting our objections to the proposed "Master Sale and Purchase Agreement" between Delphi Corporation and its affiliates (hereinafter referred to as "Selling Debtors") and Umicore and certain of its affiliates (hereinafter referred to as "Purchasers").

In this regard, we confirm that we had entered into following 3 agreements with the Selling Debtor Entities on 12th May, 2005 which were subsequently amended by first Amendment deeds dated 15th July, 2006:

1. Technology License Agreement with Delphi Technologies, Inc
2. Technical Efficiency Services Agreement with Delphi Automotive Systems, LLC
3. Technical Assistance Agreement with Delphi Automotive Systems, LLC

Cont..2..





Continuation Sheet

[[2]]

Further, we confirm that we have no objection to Assumption / Assignment of Executory Contract or Unexpired Lease by intended Purchasers, provided our existing rights under the above mentioned agreements are protected and not adversely affected in any manner what soever.

Thanking You,

For Varroc Exhaust Systems Pvt. Ltd


Sanjay Sachdev
General Manager- Corp Legal Affairs

Copies to:

1. **Delphi Automotive Systems, LLC, 5725 Delphi Drive, Troy, Michigan – 48098**
2. **Delphi Corporation, 5725 Delphi Drive, Troy, Michigan – 48098**
3. **Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606**
4. **Davis Polk & Wardwell, 450 Lexington Avenue, New York, 10017**
5. **Latham & Watkins LLP, 885 Third Avenue, New York 10022**
6. **Fried, Frank, Harries, Shriver & Jacobson LLP, One new York Plaza, New York 10004**
7. **Goodwin Procter LLP, 901 New York Avenue, Washington, DC 20001**
8. **Office of the United States, Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York 10004**



Varroc Exhaust Systems Pvt. Ltd.



B-14, MIDC Area, Chakan,
Dist - Pune 410 501
Maharashtra, India.
Tel +91 2135 259475 / 76 / 77
Fax +91 2135 259478
email: varroc.pp4@varrocgrou.com
web : www.varrocengg.com

11th July, 2007

United States Bankruptcy Judge,
United States Bankruptcy Court,
Southern City of New York,
One Bowling Green,
Room 610,
New York,
10004

Dear Sir,

Ref: Your notice dated 05.07.2007 on Assumption / Assignment
of Executory Contract or Unexpired Lease to Purchasers in
connection with Sale of Catalyst business of Delphi Corporation

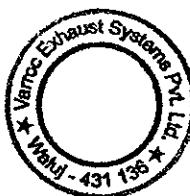
Kind Attn: Hon.Robert D Drain

We are in receipt of the above mentioned notice inviting our objections to the proposed "Master Sale and Purchase Agreement" between Delphi Corporation and its affiliates (hereinafter referred to as "Selling Debtors") and Umicore and certain of its affiliates (hereinafter referred to as "Purchasers").

In this regard, we confirm that we had entered into following 3 agreements with the Selling Debtor Entities on 12th May, 2005 which were subsequently amended by first Amendment deeds dated 15th July, 2006:

1. Technology License Agreement with Delphi Technologies, Inc
2. Technical Efficiency Services Agreement with Delphi Automotive Systems, LLC
3. Technical Assistance Agreement with Delphi Automotive Systems, LLC

Cont..2..





Continuation Sheet

[[2]]

Further, we confirm that we have no objection to Assumption / Assignment of Executory Contract or Unexpired Lease by intended Purchasers, provided our existing rights under the above mentioned agreements are protected and not adversely affected in any manner what soever.

Thanking You,

For Varroc Exhaust Systems Pvt. Ltd


Sanjay Sachdev
General Manager- Corp Legal Affairs

Copies to:

1. Delphi Automotive Systems, LLC, 5725 Delphi Drive, Troy, Michigan - 48098
2. Delphi Corporation, 5725 Delphi Drive, Troy, Michigan - 48098
3. Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606
4. Davis Polk & Wardwell, 450 Lexington Avenue, New York, 10017
5. Latham & Watkins LLP, 885 Third Avenue, New York 10022
6. Fried, Frank, Harries, Shriver & Jacobson LLP, One new York Plaza, New York 10004
7. Goodwin Procter LLP, 901 New York Avenue, Washington, DC 20001
8. Office of the United States, Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York 10004

